

MINUTES OF THE OPEN SESSION
OF THE MEETING OF THE BOARD OF GOVERNORS

Held on Thursday, February 17, 2011 immediately following
the meeting of The Corporation
in the Norman D. Hébert, LL.D. Meeting Room
(Room EV 2.260), SGW Campus

PRESENT

Governors: Mr. Adnan Abueid, Mr. Robert Barnes, Sister Françoise Boisvert, Dr. Tien Bui, Mr. Charles G. Cavell, Mr. James Cherry, *Vice-Chair*, Me Francesco Ciampini, Mr. Amine Dabchy, Mr. Howard Davidson, Me Rita de Santis, Mr. Jean-Pierre Desrosiers, Mr. David Gobby, Ms. Suzanne Gouin, Prof. Arpi Hamalian, Mrs. Judith Kavanagh, Dr. Lawrence Kryzanowski, Me John Lemieux, Dr. Frederick Lowy, *President and Vice-Chancellor*, Ms. Heather Lucas, Mr. Tony Meti, Me Marie-José Nadeau, Mr. Michael Novak, Ms. Stephanie Siriwardhana, Dr. Johanne Sloan, Dr. Peter Stoett, Mr. Jonathan Wener, *Vice-Chair*

Non-voting Observers: Ms. Jean Freed

Officers of the University: Mr. Philippe Beauregard, Mr. Roger Côté, Dr. Louise Dandurand, Me Bram Freedman, Dr. David Graham

ABSENT

Governors: Mr. Peter Kruyt, *Chair*, Dr. Shimon Amir, Hon. Baljit Singh Chadha, Mr. Brian Edwards, *Vice-Chair*, Ms. Hélène Fortin, Mr. Norman Hébert jr., Mr. Abdullah Husen, Dr. Arvind K. Joshi, Mr. L. Jacques Ménard, *Chancellor*, Mr. Andrew Molson, Ms. Patricia Saputo, Ms. Annie Tobias, *Vice-Chair*, Mr. Ivan Velan, Mrs. Lillian Vineberg

Non-voting Observers: Mr. Graham Martin

Officers of the University: Mr. Patrick Kelley, Me Dominique McCaughey

1. **Call to Order**

The meeting was called to order at 8:43 a.m. by Mr. Wener who was chairing the meeting in the absence of Mr. Kruyt.

2. Approval of the Agenda

Upon motion duly moved and seconded (Davidson, Gouin), it was unanimously RESOLVED:

R-2011-2-5 That the Agenda be approved, and that items 3 to 7 be received, ratified or approved by consent.

Dr. Kryzanowski commented that a draft motion had been distributed at the meeting with respect to Agenda item 9 without any prior notice and requested that this be recorded into the Minutes. He indicated that at the last meeting a motion to amend the composition of the Executive Committee to provide for two full-time faculty members was ruled out of order, given the lack of notice.

Me Freedman explained that not all motions require prior notice. The Board standing committees are governed by the University By-Laws. Thus, a permanent change to the structure of a standing committee requires a 15-day written notice of motion in accordance with article 58 of the By-Laws.

CONSENT

3. Approval of the Minutes of the Open Session meeting of December 9, 2010

R-2011-2-6 The Minutes of the Open Session meeting of the Board of Governors, held on December 9, 2010 were approved by consent.

4. Monthly reports submitted for information

4.1 Chief Communications Officer – Mr. Philippe Beauregard (Document BG-2011-2-D3)

4.2 Acting Vice-President, Services – Mr. Roger Côté (Document BG-2011-2-D4)

4.3 Vice-President, Research and Graduate Studies – Dr. Louise Dandurand (Document BG-2011-2-D5)

4.4 Vice-President, External Relations and Secretary-General – Me Bram Freedman (Document BG-2011-2-D6)

4.4 Provost and Vice-President, Academic Affairs – Dr. David Graham (Document BG-2011-2-D7)

4.6 Chief Financial Officer – Mr. Patrick Kelley (Document BG-2011-2-D8)

4.7 Acting Vice-President, Advancement and Alumni Relations – Me Dominique McCaughey (Document BG-2011-2-D9)

The monthly reports were provided for information purposes.

5. Additional appointments to the Evaluation Committee for the Dean of the John Molson School of Business

R-2011-2-7 In accordance with the composition set out in the Evaluation Procedures for Senior Academic Administrators and for the President and Vice-Chancellor prior to the Expiry

of their First Mandate (Policy BD-8), the appointment of the following members was approved by consent:

- *Profs. Steven Appelbaum, Sandra Betton, Emilio Bouliane and Michael Carney, representing the full-time faculty*
- *Prof. David Moscovitz, representing the part-time faculty*
- *Ms. Eva Ferrara, representing the administrative and support staff*
- *Mr. Mohammad Sabr, representing the graduate students*
- *Mr. Adbullah Hussen representing the undergraduate students*

6. Additional appointment to the Evaluation Committee for the Dean of the School of Extended Learning

R-2011-2-8 *In accordance with the composition set out in the Evaluation Procedures for Senior Academic Administrators and for the President and Vice-Chancellor prior to the Expiry of their First Mandate (Policy BD-8), the appointment of the following members was approved by consent:*

- *Prof Martin Pugh, representing the full-time faculty from the Faculty of Engineering and Computer Science*
- *Prof. Linda Szabad-Smyth, representing the full-time faculty from the Faculty of Fine Arts*
- *Prof. Richard Schmid, representing the full-time faculty from the Faculty of Arts and Science*
- *Prof. Maria Peluso, representing the part-time faculty*
- *Mr. John Dickson, representing the administrative and support staff*
- *Mr. Robert Sonin, representing the graduate students*
- *Ms. Teresa Seminara representing the undergraduate students*

7. Resolution conferring signing authority under the Archives Act and the Regulation respecting retention schedules, transfer, deposit and disposal of public archives (Document BG-2011-2-D10)

R-2011-2-9 *Whereas the Concordia University (the "University") is bound to respect the provisions of the Archives Act (the "Act") and the Regulation respecting retention schedules, transfer, deposit and disposal of public archives (the "Regulation");*

Whereas in accordance with the Act, the University must establish and keep up to date a retention schedule with respect to periods of use, retention and preservation of its active and semi-active documents and must assume the management of its inactive documents;

Whereas in accordance with the Regulation, when the University submits a retention schedule or a modification of its retention schedule to the Minister of Culture, Communications and the Status of Women (the "Minister"), the University must sign and date the relevant document and attach various items, including a true copy of the resolution of its board or executive committee authorizing a person to: (i) sign the

retention schedule or modification(s) to the retention schedule; and (ii) submit the document in question to the Minister;

Whereas the Board wishes to authorize the University's Director, eDocs Management and University Archives or any other employee of the University having a different title who is responsible for the management of the University's Archives (either such person being referred to in this Resolution as the "Director") to sign and date the University's retention schedule and, from time to time, when required, any modification(s) to the retention schedule and to submit such documents to the Minister or any other relevant authority having jurisdiction;

Whereas by resolution passed at a meeting of the Board of Governors held on June 18, 1997, the Board of Governors conferred upon the Secretary-General the authority to sign and date the University's retention schedule and modification(s) to the retention schedule and to submit such documents to the Archives nationales du Québec (the "1997 Resolution");

It was approved by consent:

1. *That the Director be and she/he is hereby authorized and directed for and on behalf of the University to sign and date the University's retention schedule and any modification(s) of the University's retention schedule and to submit such documents to the Minister or any other relevant authority having jurisdiction;*
2. *That the Director be and she/he is hereby authorized and directed for and on behalf of the University to sign, date and submit to the Minister, or any other relevant authority having jurisdiction, all documents in relation to the retention schedule or modifications thereto as she may deem necessary, appropriate and expedient;*
3. *That this Resolution replaces and supersedes the 1997 Resolution for all purposes; and*
4. *That a certified copy of this resolution be delivered to the Minister with each retention schedule and each modification to the retention schedule.*

REGULAR

8. Business arising from the Minutes not included on the Agenda

There was no business arising from the Minutes not included on the Agenda.

9. Governance issues

10. President's report (Document BG-2011-2-D11)

Governors were amenable to Dr. Lowy's request to combine items 9 and 10. Dr. Lowy began by reading his report, filed as Document D11 in the meeting documentation.

He continued by acknowledging the existence of a current problem which must be fixed, a degree of concern and unrest which is undesirable as well as a general feeling of victimization experienced by the Board, on the one hand, and by some students and the academic community, on the other hand. The current situation has caused the Board to become the focus of the attention, and the Board Chair to become the scapegoat in a symbolic fashion. Dr. Lowy opined that this is not a constructive answer and that governance needs to be examined. In this context, he moved a motion, seconded by Mr. Meti, as follows:

Whereas Senate has adopted a resolution calling for the establishment of a special governance commission to review the governance structure of the University;

Whereas Steering Committee of Senate discussed how to implement this resolution and agreed to recommend to Senate at its February 18 meeting the establishment of an external governance review committee composed of a small number of members external to the University and that Senate designate Steering Committee to participate in the drafting of the mandate and recommendation of the membership of said committee in concert with the Executive Committee of the Board;

Whereas the Board Chair and Vice-Chairs are fully supportive of this initiative;

Be it resolved:

That the Board of Governors approve the establishment of an external governance review committee comprised of a small number of members external to the University;

That the Board of Governors delegate to the Executive Committee the drafting of the mandate and recommending the membership of said committee in concert with the Steering Committee of Senate.

A discussion ensued, during which Dr. Lowy clarified that while the focus of the proposed external governance review committee would be on the relationship between the Board and the University's internal bodies, other issues could be reviewed depending on the mandate that will be decided by Steering Committee of Senate and the Executive Committee of the Board.

A variety of comments were formulated specifically on the motion and on the subject in general, summarized as follows:

- The discontent is not aimed at general governance issues but specifically at the Board.
- There are contradictions in the Chair's letter to Senators since it specifies a committee of only two individuals, and the proposed motion is more general.
- Several departments have passed motions of non-confidence in the Executive Committee, the Board Chair and Vice-Chairs, rendering it difficult to give a blank cheque to the Executive Committee. The task of negotiating should be entrusted to a selected group of people.

- This is a matter of listening, not talking. Reference was made to prior crises in 1994 and 2007 with a warning that this will not blow over in a few days.
- There are a lot of faculty members on Steering Committee of Senate but also some administrators who have signed a statement that they are not taking a position, which is rather unusual.
- With respect to Dr. Woodsworth's departure, although a formal Board meeting was not held, all Governors had a chance to be heard and the majority of the Board had knowledge and supported the decision. It is not fair to lay this at the door of the Board Chair and Vice-Chairs. This is a matter of employment that should not be played out in the media.
- While the Board is not bound by the Senate motion, there is an effort to address concerns expressed by Senate and abundant transparency in this proposal.
- There is some confusion regarding the role of this proposed external committee and that of the Ad Hoc Governance Review Committee.
- It is important that all Board members retain input in the process.
- The Board has a moral obligation to comply with Senate's motion. The adoption of this proposal will be an official indication from the Board that is trying to find an amicable solution.

Me de Santis, who chairs the Ad Hoc Governance Review Committee, stated that the final recommendations of this committee will not be proposed to the Board for approval before the work of the proposed external governance review committee has been completed.

Dr. Lowy specified that the idea behind his proposal is that the Board and Senate will have common ownership of the process. Their respective designated committees will sit together to comment on the mandate and determine the membership of the external governance review committee, whose membership would include a former President from a Canadian university and an expert in not-for-profit organizations who understands the professoriate so that they can dispassionately examine the issues at hand.

Dr. Lowy opined that one major problem was inadequate communication. All individuals in dispute care about the University. Given the deep divide on the understanding of the past events, he added that his chief interest is to find a way to move forward. The comments formulated during the discussion demonstrate that an internal examination would be difficult and that an external review is warranted.

During the discussion, some amendments were proposed by Prof. Hamalian to the draft motion which were considered as friendly amendments by the mover and the seconder, further to which the following motion was adopted.

Upon motion duly moved and seconded (Lowy, Meti), it was unanimously RESOLVED:

R-2011-2-10 *Whereas Senate has adopted a resolution calling for the establishment of a special governance commission to review the governance structure of the University;*

Whereas Steering Committee of Senate discussed how to implement this resolution and agreed to recommend to Senate at its February 18 meeting the establishment of an

external governance review committee composed of a small number of members external to the University and that Senate designate Steering Committee to participate in the drafting of the mandate and recommendation of the membership of said committee in concert with the Executive Committee of the Board;

Whereas the Board Chair and Vice-Chairs are fully supportive of this initiative;

Be it resolved:

That, in response to the aforementioned resolution of Senate, the Board of Governors approve the establishment of an external governance review committee comprised of a small number of members external to the University; and

That the Board of Governors designate Dr. Frederick Lowy to draft the mandate and recommend the membership of said committee in concert with Senate.

11. Report and recommendations from the Audit Committee

11.1 Approval of the projected audit fees for the fiscal year ended on May 31, 2010

Mr. Desrosiers indicated that the Audit Committee met on January 26, 2011 and that the audit fees for the fiscal year ended on May 31, 2010 total \$143,750.

Upon motion duly moved and seconded (Desrosiers, Barnes), it was unanimously
RESOLVED:

R-2011-2-11 That, upon recommendation of the Audit Committee, the audit fees for the fiscal year ended on May 31, 2010 be approved and that payment of said fees be authorized.

11.2 Appointment of external auditors for the period beginning on June 1, 2010 and ending on April 30, 2012

Upon motion duly moved and seconded (Desrosiers, Davidson), it was unanimously
RESOLVED:

R-2011-2-12 That, upon recommendation of the Audit Committee, Raymond Chabot Grant Thornton be reappointed as the University's external auditors for the period beginning on June 1, 2010 and ending on April 30, 2012.

12. Presentation by Dean Robin Drew on the state of the Faculty of Engineering and Computer Science (Document BG-2011-2-D12)

Dean Drew was pleased to update the Board on the state of the Faculty, focusing on the Faculty's 2009-2014 strategic action plan. He conveyed the short and long-term objectives and actions which include improving undergraduate studies as well as graduate studies and research and taking ENCS to greater heights and recognition.

He noted that the Faculty is the research engine of the University, having the largest contingent of Master and PhD students. He spoke of the strategic initiatives and successes in research, including a new Hydro-Quebec Chair in sustainable energy and a new Canada Research Chair in CIISE, three new PhD programs, a co-op program for MEng and the development of a Nanotech/Nanoscience Masters with A&S. Research funding has increased by 28% increase from 2006 to 2010. Targets are a 50% increase in research funding by 2013 and four industrial research chairs by 2012.

Dean Drew highlighted the Faculty's future directions with respect to two new industrial research chairs, a Water, Energy and Sustainability Institute, implementation of a CIADI strategic action plan, accreditation preparation, international collaborations and the revisit and refinement of the Faculty's Strategic Action Plan. He concluded his presentation by outlining the challenges that ENCS is facing in connection with government underfunding, course section sizes, upgrading of lab equipment and computing facilities, faculty hiring and retention and competitive funding packages to attract high calibre graduate students.

Copy of the detailed presentation is filed with the Secretary and was also forwarded to Board members in advance of the meeting.

13. Update by the Provost on the academic plan flowing from the strategic framework
(Document BG-2011-2-D13)

Given the late hour, Dr. Graham suggested that he not speak to the document but rather respond to questions. However, Board members had no questions at this time.

14. Annual report from the Ombudsperson (BG-2011-2-D14)

Given the lateness of the hour, this item was deferred to the March Board meeting.

15. International Youth Summit on Community Engagement

Mr. Dabchy and Mr. Peter Schiefke, a graduate of the Class of 2007, conveyed information to Board members in connection with *Living Your Legacy: A Youth Summit on Community Engagement*, which will be held at the Palais des Congrès on April 28, 2011 and feature keynote speakers Kofi Annan, David Suzuki and Stephen Lewis.

In partnership with Concordia and the CSU, this summit is organized by Youth Action Montreal, a non-profit organization founded by Mr. Schiefke and former Governor Mohamed Shuriye in 2006 to provide a venue to support youth engagement in the areas of community development, human rights, environment, education and HIV/AIDS. This is the second edition of a very successful conference on sustainability held in 2007 featuring Al Gore and David Suzuki.

16. Other business

Dr. Kryzanowski thanked Mr. Wener for having chaired the meeting.

17. Next meeting

Mr. Wener noted that the next regular meeting of the Board will be held on Thursday, March 31, 2011, at 8 a.m., in Room AD 307, on the Loyola Campus.

18. Adjournment

The meeting was adjourned at 10:25 a.m.

A handwritten signature in blue ink, appearing to read "D. Tessier".

Danielle Tessier
Secretary of the Board of Governors